

RAJNISH RETAIL LIMITED
CORPORATE GOVERNANCE POLICY

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares on the Stock Exchange.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board is constituted in compliance with the provisions of the Companies Act and the SEBI Listing Regulations and our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

As on date of this policy, our Board has Six (6) Directors, comprising Two (2) Managing Whole Time Director, Three (3) Executive Director being Independent Directors. We have One (1) Woman Director on our Board amongst these.

Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Stakeholder's Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee

1. Audit Committee

The Audit Committee of our Board was constituted by our Directors pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Ms. Apra Sharma	Independent Director	Chairman
Mr. Lovish Kataria	Independent Director	Member
Mr. Saurabh Gakhar	Independent Director	Member

The Company Secretary of our Company shall act as secretary to the Audit Committee.

The scope of Audit Committee shall be as specified under the Companies Act, 2013.

Meeting of Audit Committee

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present.

2. Stakeholders Relationship Committee

The Stakeholders Relationship Committee of our Board were constituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013. The Shareholder and Investor Grievance Committee comprise of:

Name of the Member	Nature of Directorship	Designation in Committee
Ms. Apra Sharma	Independent Director	Chairman
Mr. Lovish Kataria	Independent Director	Member
Mr. Saurabh Gakhar	Independent Director	Member

This Committee will address all grievances of Shareholders/ Investors and its terms of reference.

The Committee shall meet at least once in a year.

The Company Secretary of our Company shall act as the Secretary to the Committee.

Quorum and Meetings

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater.

3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of our Board was constituted by our Directors pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee currently comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Ms. Apra Sharma	Independent Director	Chairman
Mr. Lovish Kataria	Independent Director	Member
Mr. Saurabh Gakhar	Independent Director	Member

The scope of Nomination and Remuneration Committee shall be as specified under the Companies Act, 2013.

Quorum and Meetings

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be three non-executive directors out of which two shall be the Independent Directors. The Chairman of the Committee shall be an Independent Director. The Committee is required to meet at least once a year.

The Company Secretary of our Company shall act as the Secretary to the Committee.